

**ATTACHMENT 2**

**Articles of Incorporation and  
Certificate of Authority to Transact Business in Illinois**



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 21, 2002

6228-416-1

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE MCGRAW COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

 **COPY**  
**SUBMIT IN DUPLICATE**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

JUN 21 2002

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 06/21/02

License Fee \$ —

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ —

Approved: HN 7/10/02

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: McGraw Communications, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: New York

(b) Date of Incorporation: 06/25/1996

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:  
(If none, so state)

228 East 45th Street, New York, NY 10017

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

MD, CT and RI

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Frances X. Ahearn	2 Alford Drive, Saddle River, NJ 07458			
Secretary	Jay Monaghan	90 Whitson Road, Briarcliff Manor, NY 10510			
Director	Frances X. Ahearn	2 Alford Drive, Saddle River, NJ 07458			
Director	John Cunningham	195 Todd Road, Katonah, NY 10510			
Director	Jay Monaghan	90 Whitson Road, Briarcliff Manor, NY 10510			

**SEE ATTACHMENT**

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the New York Business Corporation Law and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock	none	\$0.00	200	200

9. Paid-in Capital: \$ 10,800.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 100,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 7,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 136,000.00

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: SEE ATTACHMENT
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 200
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated JUNE 17<sup>th</sup> 2002 McGraw Communications, Inc.  
(Month & Day) (Year) (Exact Name of Corporation)

attested by Jay Monaghan, Secretary Francis X. Ahearn, President  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
(Type or Print Name and Title) (Type or Print Name and Title)

- \* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- \*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Attachment to Illinois  
Application for Certificate of Authority to Transact Business in Illinois  
**Illinois Offices for Contract Forwarding**

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- |    |               |  |
|----|---------------|--|
| 1. | Full Address: | 228 East 45th Street, New York, NY 10017 |
|----|---------------|--|

**Officers & Directors**

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- |    |                    |                   |
|----|--------------------|-------------------|
| 1. | Full Name:         | Frances X. Ahearn |
|    | Officer/Director:  | Officer, Director |
|    | Officer's Title:   | President         |
|    | Residence Address: | 2 Alford Drive    |
|    | City:              | Saddle River      |
|    | State:             | NJ                |
|    | ZIP Code:          | 07458             |
|    |                    |                   |
| 2. | Full Name:         | Jay Monaghan      |
|    | Officer/Director:  | Officer, Director |
|    | Officer's Title:   | Secretary         |
|    | Residence Address: | 90 Whitson Road   |
|    | City:              | Briarcliff Manor  |
|    | State:             | NY                |
|    | ZIP Code:          | 10510             |

**CERTIFICATE OF INCORPORATION**

**OF**

**MCGRAW COMMUNICATIONS, INC.**

1. The name of the corporation is McGraw Communications, Inc.
2. The office of the corporation shall be located in New York County.
3. The address of its registered office is 1049 Park Avenue, New York, New York 10128.
4. The name of its registered agent is:  
  
David N. McGraw  
1049 Park Avenue  
New York, New York 10128
5. The corporation will engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it will not engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
6. The total number of shares of stock which the corporation shall have authority to issue is one hundred shares without par value.
7. The stockholders shall have the preemptive right to subscribe to all additional issues of stock.
8. Meetings of stockholders may be held within or without the State of New York, as the by-laws may provide. The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of New York at such place or places as may

7. be designated from time to time by the Board of Directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

11. The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The Secretary of State shall mail copies of such process to:

Mr. David N. McGraw  
McGraw Communications, Inc.  
1049 Park Avenue  
New York, New York 10128

THE UNDERSIGNED affirms, under penalties of perjury, that the facts herein stated are true, and accordingly has hereunto set my hand this 14th day of June, 1996.



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Alfred G. Walton, Esq.  
8 Crest Lane  
Warren, NJ 07059

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE  
ALBANY, NY 12231

FILING RECEIPT

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ENTITY NAME : MCGRAW COMMUNICATIONS, INC.

DOCUMENT TYPE : INCORPORATION (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY : \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00 \*

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FILED: 06/25/1996 DURATION: PERPETUAL CASH #: 960625000110 FILM #: 960625000102

ADDRESS FOR PROCESS

EXIST DATE

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THE CORPORATION, DAVID N. MCGRAW  
1049 PARK AVE  
NEW YORK, NY 10128

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06/25/1996

REGISTERED AGENT

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DAVID N. MCGRAW  
1049 PARK AVE  
NEW YORK, NY 10128

STOCK: 200 NPV



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FILER

FEE

185.00

PAYMENTS

185.00

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DAVID N. MCGRAW  
1049 PARK AVE.

FILING :

125.00

CASH :

0.00

TAX :

10.00

CHECK :

185.00

CERT :

0.00

BILLED:

0.00

COPIES :

0.00

HANDLING:

50.00

REFUND:

00

NEW YORK, NY 10128